

**14A.9-030 Application for certificate of authority.**

- (1) A foreign entity may apply for a certificate of authority to transact business in this Commonwealth by delivering an application to the Secretary of State for filing. The application shall set forth:
  - (a) The real name of the foreign entity and, if its real name is unavailable for use in this Commonwealth, a name that satisfies the requirements of KRS 14A.3-010;
  - (b) The name of the state or country under whose law it is organized;
  - (c) Its form of organization;
  - (d) Its date of organization;
  - (e) Its period of duration or a statement that its duration is perpetual;
  - (f) The street address of its principal office;
  - (g) The address of its registered office in this Commonwealth and the name of its registered agent at that office;
  - (h) The names and usual business addresses of:
    1. The secretary, the other principal officers, and the directors, if the entity is a foreign corporation or foreign limited cooperative association;
    2. Each of the general partners, if the entity is a foreign limited partnership;
    3. Each of the managers, if the entity is a foreign limited liability company with managers; or
    4. Each of the trustees, if the entity is a foreign business trust;
  - (i) If the foreign entity is a foreign limited partnership, whether it is a foreign limited liability limited partnership; and
  - (j) If the foreign entity is a foreign professional service corporation, a representation that all of the shareholders, not less than one-half (1/2) of the directors, and all officers other than the secretary and treasurer would be qualified persons with respect to the corporation were it incorporated in this Commonwealth.
- (2) The execution of a certificate of authority shall constitute a representation by that person that the foreign entity validly exists under the laws of its jurisdiction of organization.
- (3) Unless the registered agent signs the application, the foreign entity shall deliver with the application for certificate of authority the registered agent's written consent to the appointment.
- (4) A certificate of authority or document of similar import of record with the Secretary of State as of the date immediately preceding January 1, 2011, including a statement of foreign qualification, shall remain effective, but its amendment shall be governed by KRS 14A.9-040.
- (5) A foreign general partnership, being a general partnership not governed as to its internal affairs by Subchapter 1 of KRS Chapter 362, or predecessor law, may for purposes of complying with KRS 45A.480 and 176.085 apply for and receive a

certificate of authority. The application for the certificate of authority shall satisfy the requirements of subsection (1) of this section and as well list the names and usual business addresses of each partner in the partnership.

**Effective:** July 12, 2012

**History:** Amended 2012 Ky. Acts ch. 81, sec. 85, effective July 12, 2012; and ch. 160, sec. 130, effective July 12, 2012. -- Created 2010 Ky. Acts ch. 151, sec. 42, effective January 1, 2011.

**Legislative Research Commission Note (7/12/2012).** This statute was amended by 2012 Ky. Acts chs. 81 and 160, which do not appear to be in conflict and have been codified together.